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RECORDATION NO. 19688-2 FILED
OCT 8 '98 1-15 PM

OF COUNSEL
URBAN A. LESTER

Oct.
October 7, 1998

Secretary
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are seven (7) copies of a Statement of New Reporting Marks, dated as of October 6, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, Equipment Lease and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 19688.

The name and address of the party to the enclosed document are:

Borrower/Lessee: Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

A description of the locomotives with original reporting marks and numbers and new reporting marks and number is set forth on Schedule B attached to the Statement.

RECEIVED
SURFACE TRANSPORTATION
BOARD
OCT 8 1 14 PM '98

Mr. Vernon A. Williams
October 7, 1998
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 19688-2 FILED
OCT 8 '98 1-15 PM

STATEMENT OF NEW REPORTING MARKS dated as of
October 6, 1998, by CONSOLIDATED RAIL CORPORATION, a Pennsylvania
Corporation (hereinafter called "Conrail").

Conrail is party to that certain agreement specified in Item 1 of Schedule A
hereto (hereinafter called the "Lease"), with the party specified in Item 2 of Schedule A
hereto (hereinafter called the "Lessor"), covering the units of railroad equipment specified
in Schedule B hereto (hereinafter called the "Subject Equipment") and certain other units
of railroad equipment.

Evidence of the Lease has been recorded with the Surface Transportation Board or
the Interstate Commerce Commission on the date specified in Item 3 of Schedule A
hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Conrail contemplates changing the reporting marks of the Subject
Equipment as indicated on the attached Schedule B. All the marks are assigned to
Conrail or an affiliate of Conrail by the Association of American Railroads.

Conrail is executing this statement of new reporting marks and recording the
same with the Surface Transportation Board pursuant to section 11301 of Title 49 of the
United States Code to show for the public record both such reporting marks, and to
preserve the protection of the rights afforded to the Lessor in the Subject Equipment by
said section 11301, when, if, as and whether such reporting marks are changed.

CONSOLIDATED RAIL CORPORATION

by Thomas J. McHadden

N695

SCHEDULE A

Item 1, Lease:

dated as of November 3, 1995

Item 2, Lessor:

American Finance Group, 98 N. Washington Street, Boston, MA 02114

Item 3, date of recordation of lease:

November 6, 1995

Item 4, recordation number of lease:

19688

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

CR 1970
CR 1973
CR 1974
CR 1976
CR 1977
CR 1981

PRR 4059
PRR 4061
PRR 4062
PRR 4064
PRR 4065
PRR 4067

CR 1984
CR 1985
CR 1987
CR 1988
CR 1997
CR 2005

PRR 4069
PRR 4070
PRR 4071
PRR 4072
PRR 4075
PRR 4081

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 1980
CR 1992
CR 1994
CR 1995
CR 1996

**New Reporting
Marks and Identifying
Numbers**

CSXT 3170
CSXT 3174
CSXT 3176
CSXT 3177
CSXT 3178

**Original Reporting
Marks and Identifying
Numbers**

CR 1999
CR 2001
CR 2006
CR 2007

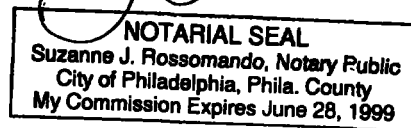
**New Reporting
Marks and Identifying
Numbers**

CSXT 3179
CSXT 3180
CSXT 3181
CSXT 3182

COMMONWEALTH OF PENNSYLVANIA)
) SS.:
COUNTY OF PHILADELPHIA)

On this 6th day of October 1998, before me personally appeared Thomas J. McFadden, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Suzanne J. Rossomando
Notary Public



My commission expires: